

BEFORE THE JUDICIAL PANEL ON MULTIDISTRICT LITIGATION

In re: Pro Tem Partners, Inc. and
Semico Research Corp. Litigation

MDL No. _____

**PRO TEM PARTNERS, INC.'S MOTION FOR TRANSFER OF ACTIONS FOR
CONSOLIDATED PRETRIAL PROCEEDINGS PURSUANT TO 28 U.S.C. §1407**

Pursuant to 28 U.S.C. §1407, Pro Tem Partners, Inc. hereby moves the Judicial Panel on Multidistrict Litigation for an Order transferring the matter of Semico Research Corp. v. Jan-Charles Fine, Josefina R. Fine and Pro Tem Partners, Inc., United States District Court for the District of Arizona, Case Number CV2006-2475-PHX-DGC (hereinafter "Semico v. Fine") to the United States District Court for the District of Massachusetts, for consolidated pretrial proceedings with the matter of Pro Tem Partners, Inc. v. Semico Research Corporation, United States District Court for the District of Massachusetts, Civil Action No. 1:05-cv-11822 (hereinafter "Pro Tem v. Semico").

In support of this Motion, Pro Tem Partners, Inc. states as follows:

1. On or about March 17, 2004, Pro Tem Partners, Inc (hereinafter "Pro Tem") entered into a Sales Representative Agreement with Semico Research Corporation, Inc. (hereinafter "Semico"), pursuant to which Pro Tem was appointed exclusive Sales Representative of Semico as to certain listed

companies, wherever located, and as to all companies within a certain geographical region.

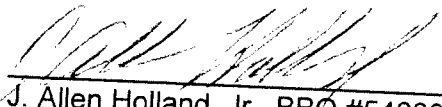
2. On or about August 1, 2005, Pro Tem filed a Complaint against Semico in the Superior Court department of the Commonwealth of Massachusetts.
3. In its Complaint, Pro Tem alleged that Semico unreasonably restricted Pro Tem's sales efforts and engaged in a harassment campaign to unreasonably burden the Sales Agreement, and to unreasonably delay reimbursement for travel expenses. The Complaint further alleged that Semico's actions constituted breach of contract and a violation of the Massachusetts Consumer Protection Act, Chapter 93A of the Massachusetts General Laws.
4. On or about September 7, 2005, the Pro Tem v. Semico matter was removed to the United States District Court for the District of Massachusetts by Semico based upon federal diversity jurisdiction and was assigned Civil Action No. 05-cv-11822.
5. One year later, on or about September 7, 2006, Semico filed a Complaint in the Superior Court of Arizona in and for the County of Maricopa against Jan-Charles Fine, Josefina Fine, husband and wife, and Pro Tem. Jan – Charles Fine (hereinafter "Fine") was the principal owner of Pro Tem and a minority shareholder in Semico.
6. In its Complaint, Semico alleged that Pro Tem breached the Sales Representative Agreement with Semico and breached the implied covenant of good faith and fair dealing. Semico further alleged intentional interference with contract and breach of fiduciary duty on the part of Fine.
7. On or about October 18, 2006, the Semico v. Pro Tem matter was removed to the United States District Court for the District of Arizona by Fine and Pro Tem based upon federal diversity jurisdiction and was assigned Case No. CV06-2465.

8. The subject matter of the Pro Tem v. Semico and Semico v. Pro Tem actions is identical, and the actions involve one or more common questions of fact and common witnesses.
9. Specifically, both matters arise out of the parties' actions with respect to the Sales Representative Agreement and alleged breaches of that Agreement.
10. As such, transfer of the Semico v. Pro Tem matter currently pending in the United States District Court for the District of Arizona, to the United States District Court for the District of Massachusetts, where the matter of Pro Tem v. Semico is pending, will avoid duplicative discovery and prevent inconsistent pre-trial proceedings.
11. Further, such a transfer will be for the convenience of all parties and witnesses and will promote the just and efficient conduct of such matters.
12. In further support of this Motion, Pro Tem relies on its Brief filed herewith.

WHEREFORE, Pro Tem Partners, Inc. respectfully requests the Judicial Panel on Multidistrict Litigation to order the transfer of the matters listed above to the United States District Court for the District of Massachusetts, and with the consent of such court, to the docket of Judge Reginald C. Lindsay, for purposes of pre-trial proceedings.

PRO TEM PARTNERS, INC.,

By its attorney,


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CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party by mail-hand on 2/16/07.

